

**WRITTEN CONSENT  
OF THE BOARD OF MANAGERS  
OF MORGAN LOFTS, LLC**

I, Ben Bobker, the Manager ( the “**MANAGER**”) of MORGAN LOFTS, LLC, a New York limited liability company (the “**Company**” ), do hereby certify that the following resolutions were adopted by a majority of the members (each a “**Member**” and , collectively, the “**Members**”) of the Company:

**RESOLVED**, that the manager is authorized and empowered in the name and on behalf of the Company, with the assistance of the Company’s officers, counsel, accountants and advisors, to (i) prepare, execute and file with the appropriate court a petition under chapter 11 of title 11 of the United States Code, 11 U.S.C. Sect. 101, *et seq.*, as amended ( the “**Bankruptcy Code**”), and (ii) take such other and further steps as may be necessary, appropriate or advisable to obtain for the Company any and all relief to which it may be entitled under the Bankruptcy Code;

**RESOLVED**, that AJ Gallo Associates, P.C. is hereby retained as bankruptcy counsel to the Company on such terms and conditions as may be agreed to in the name and on behalf of the Company by Manager; and

**RESOLVED**, that the Manager may retain a financial advisor or accountant, to the extent necessary or appropriate, on such terms and conditions as may be agreed to in the name and on behalf of the Company by the Manager; and

**RESOLVED**, that the Manager is authorized and empowered in the name and on behalf of the Company or otherwise, to do all such acts and to execute, deliver and file all such agreements, certificates, instruments and documents, and to pay all such expenses and taxes as he shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolution, such acts, executions, deliveries, or filings to be conclusive evidence that he deemed the same to be necessary, appropriate or advisable; and all acts of the Manager having occurred prior to the date hereof in order to carry out the intent and accomplish the purposes of the foregoing resolution are hereby approved, adopted, ratified and confirmed in all respects.

Dated: May 7<sup>th</sup>, 2013

/s/ Ben Bobker  
BEN BOBKER, Managing Manager